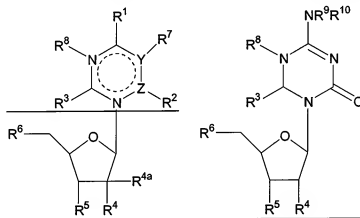


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound having the formula:



wherein

**Y is a member selected from C, CH and N;**

**Z is a member selected from C, CH and B;**

**R<sup>1</sup> is a member selected from H, acyl, OR<sup>9</sup>, SR<sup>9</sup>, NHNH<sub>2</sub>, NR<sup>9</sup>R<sup>10</sup>, =O and =NR<sup>9</sup>;**

**wherein**

**R<sup>9</sup> and R<sup>10</sup> are members independently selected from H, substituted or unsubstituted alkyl [[s]] and acyl, ~~substituted or unsubstituted heteroalkyl and substituted or unsubstituted aryl;~~**

**R<sup>3</sup> is present or absent and is a member selected from H, acyl, substituted or unsubstituted alkyl, OR<sup>11</sup>, SR<sup>11</sup>, NR<sup>11a</sup>, NR<sup>12a</sup>, halogen, and =O, wherein**

**R<sup>11</sup> is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl;**

$R^{11a}$  and  $R^{12a}$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

$R^3$  is H a member selected from H, acyl, substituted or unsubstituted alkyl,  $NR^{12}$ ,  $NR^{13}$ ,  $OR^{13}$ ,  $SR^{13}$ ,  $(=O)$  and  $OR^{12}$ , wherein

$R^{12}$  and  $R^{13}$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

$R^4$  and  $R^{4a}$  are members independently is selected from H, halogen, OMe and OH;

$R^5$  and  $R^6$  are members independently selected from H, and  $OR^{14}$ , wherein

$R^{14}$  is a member selected from H, substituted or unsubstituted alkyl, acyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and  $P(O)(R^{15})(R^{16})$ , wherein

$R^{15}$  and  $R^{16}$  are members independently selected from  $OR^{17}$ ,  $NR^{17}R^{18}$ ,  $OCH_2CH_2CN$ , substituted or unsubstituted alkyl and substituted or unsubstituted nucleosides, wherein

$R^{17}$  and  $R^{18}$  are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

$R^5$  is  $OR^{14}$ , wherein  $R^{14}$  is a member selected from H and unsubstituted alkyl;

$R^6$  is  $OR^{14}$ , wherein  $R^{14}$  is a member selected from H, substituted or unsubstituted alkyl and  $P(O)(OR^{17})(OR^{17})$ , wherein each  $R^{17}$  is independently selected from

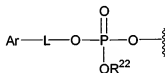
**substituted alkyl, substituted or unsubstituted alkyloxy, substituted or unsubstituted phenyl,**

wherein a member selected from  $R^5$  and  $R^3$ ; and  $R^6$  and  $R^3$ ; ~~and  $R^{15}$  and  $R^{16}$~~  together with the atoms to which they are attached are optionally joined to form a ring system selected from **substituted or unsubstituted cycloalkyl and** substituted or unsubstituted heterocycloalkyl; **and**

**$R^8$  is unsubstituted alkyl  $R^7$  and  $R^8$  are either present or absent and are independently selected from H, acyl, substituted or unsubstituted alkyl, and  $R^1$  and  $R^8$ , together with the atoms to which they are attached are optionally joined into a ring system selected from substituted or unsubstituted cycloalkyl and substituted or unsubstituted heterocycloalkyl.**

2.-7. (Canceled)

8. (Original) The compound according to claim 1, wherein  $R^6$  has the formula:



in which

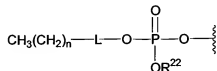
$R^{22}$  is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

Ar is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

9. (Original) The compound according to claim 8, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

10. (Original) The compound according to claim 1, wherein R<sup>6</sup> has the formula:



in which

R<sup>22</sup> is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

n is an integer from 1 to 30.

11. (Original) The compound according to claim 10, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

12. (Original) A formulation of the compound according to claim 1, and a second compound having the formula:



wherein

A is a hydrophobic domain; and

B is a hydrophilic domain covalently bound to A.

13. (Original) The formulation according to claim 12, further comprising a polycationic species.

14. (Original) The formulation according to claim 13, wherein said polycationic species is a dendrimeric polyamine.

15. (Original) The formulation according to claim 12, wherein said formulation is an aqueous formulation.

Appl. No. 10/670,915  
Amdt. dated February 8, 2007  
Reply to Office Action of November 16, 2006

PATENT

16.-28. (Canceled)